

Exhibit A

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Employees' Retirement System*

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION**

IN RE APPLE INC. SECURITIES
LITIGATION

CASE NO. C-06-05208-JF

CLASS ACTION

**DECLARATION OF CAROLYN
WOLPERT IN SUPPORT OF LEAD
PLAINTIFF'S MOTION FOR FINAL
APPROVAL OF THE PROPOSED
SETTLEMENT**

Date: February 18, 2011
Time: 9:00 a.m.
Courtroom: 3, 5th Floor
Judge: Hon. Jeremy Fogel

1 I, Carolyn Wolpert, Esquire, hereby declare, under penalty of perjury, as follows:

2 1. I am the Deputy Division Chief, Pensions Division of the New York City Law
3 Department. My duties include providing legal advice to the New York City Employees' Retirement
4 System ("NYCERS"), and since October of 2006 I have provided advice to NYCERS in the above-
5 captioned action (the "Action"). I have represented NYCERS in the prosecution and settlement of this
6 Action and have had regular contact with NYCERS' outside counsel, Grant & Eisenhofer, P.A. ("Grant
7 & Eisenhofer"), regarding the Action.

8 2. I submit this Declaration in support of the final approval of: (i) the proposed Settlement;
9 and (ii) an award of attorneys' fees and reimbursement of expenses to Grant & Eisenhofer. NYCERS
10 takes no position, but does not oppose, the request for an award of fees and reimbursement of expenses
11 made by any other plaintiffs' counsel in the Action.

12 3. I make this Declaration based upon my personal knowledge upon information made
13 available to me in my official capacity and upon belief that the information herein is truthful and
14 reliable.

15 **A. General Background**

16 4. The New York City Law Department ("NYC Law Department") is charged with
17 providing legal representation of NYCERS. In that role, the NYC Law Department oversees and
18 supervises all of the activities of outside law firms representing NYCERS.

19 5. I, along with others in the NYC Law Department and the Office of the New York City
20 Comptroller (the "NYC Comptroller's Office"), have been actively involved in all aspects of the
21 prosecution of the Action, and have overseen and supervised the activities of Grant & Eisenhofer on
22 behalf of the NYCERS and the Class. Among other things, we: (i) reviewed, commented on, revised
23 and approve significant pleadings, briefs and other papers before they were exchanged and/or filed;
24 reviewed significant pleadings, briefs and other papers received from the Defendants in this Action; (iii)
25 had regular telephonic and email communications, as well as in-person meetings, with attorneys from
26 Grant & Eisenhofer regarding strategy and developments in the Action; and (iv) participated in the
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1 mediation sessions and subsequent discussions with Defendants on behalf of the NYCERS and the
2 Class.

3 6. The NYC Law Department also required Grant & Eisenhofer to provide regular status
4 reports concerning the Action, including a general overview of litigation developments and significant
5 strategic decisions.

6 **B. Settlement Discussions**

7 7. At various times throughout the course of the Action, the parties had preliminary
8 discussions regarding the possibility of settlement, but NYCERS consistently insisted that any
9 settlement include a significant payment for distribution to Class members and such discussions with
10 Defendants were not fruitful.

11 8. On May 19 and 20, 2010, the parties in the Action engaged in a formal mediation process
12 facilitated by Jonathan Marks, of Marks ADR LLC, at the offices of O'Melveny & Myers, in New York
13 City. In addition to myself, Ricardo E. Morales, Deputy Comptroller for Legal Affairs, and Valerie
14 Budzik, First Deputy General Counsel from the NYC Comptroller's Office participated on behalf of
15 NYCERS.

16 9. Following this mediation session, the parties reached an agreement in principle to settle
17 the Action under terms that would require Apple to establish a fund for distribution to the Class in the
18 amount of \$14 million, pay an additional \$2.5 million to certain corporate governance programs at
19 designated universities across the country to be designated by NYCERS, to pay all administrative fees
20 and attorneys fees separately so as not to reduce the fund to be distributed the Class. The parties also
21 agreed to continue discussions regarding potential corporate governance reforms to be considered by
22 Apple.

23 10. On September 28, 2010, after considerable negotiations, the Settling Parties entered into
24 a stipulation and agreement to settle the Action under terms that would require Apple to establish a fund
25 for distribution to the Class in the amount of \$14 million, establish a fund of \$2.5 million to be
26 distributed to certain designated corporate governance programs at twelve universities located across the
27 country, to pay all administrative fees and attorneys fees in an amount to be approved by the Court not
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1 to exceed \$2 million, and to reimburse Plaintiffs' counsel reasonable out of pocket expenses in an
2 amount to be approved by the Court not to exceed \$450,000, and to implement certain corporate
3 governance reforms.

4 11. On November 12, 2010, the Settling Parties entered into an amended stipulation and
5 agreement to settle the Action by increasing the fund established for distribution to the Class by \$2.5
6 million, bringing the fund to a total of \$16.5 million in cash to be paid by Apple, eliminating the
7 separate \$2.5 million fund to be distributed to designated corporate governance programs, and providing
8 that any amount remaining in the settlement fund after distribution to the Class would be distributed to
9 nine designated corporate governance programs that were among the twelve previously designated as
10 proposed recipients of the originally contemplated \$2.5 million fund.

11 12. The NYC Law Department and the NYC Comptroller's Office actively supervised and
12 commented on the terms of the proposed settlement and its memorialization in the Stipulation and
13 Agreement of Settlement and related documents.

14 13. Based on our involvement in the prosecution and settlement of this Action, the NYC Law
15 Department endorses the settlement and believes that it provides an excellent result for the Class.

16 **C. The Plan of Allocation**

17 14. Based on the explanation of the analysis of the proposed Plan of Allocation, the NYC
18 Law Department also endorses the proposed Plan of Allocation. We understand that the Plan represents
19 a fair and reasonable method for valuing claims submitted by class members, and for distributing the net
20 settlement funds to class members who submit valid and timely claim forms.

21 **D. Grant & Eisenhofer's Fee and Expense Application**

22 15. The NYC Law Department endorses the application made by Grant & Eisenhofer for an
23 award of attorneys fees in the amount of \$1.5 million. This amount represents 7.5% of the total
24 economic value of the Settlement (excluding attorneys' expenses), and equals approximately 9.1% of
25 the \$16.5 million Settlement Fund to be distributed to the Class (although all attorneys fees and
26 expenses will be paid *in addition to* and not out of the Settlement Fund).

Executed this 7 day of January, 2014.

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